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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt about** any of the contents of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Haidilao International Holding Ltd., you should at once hand this circular together with the form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**HAIDILAO INTERNATIONAL HOLDING LTD.****海底捞国际控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 6862)**

- (1) PROPOSED RE-ELECTION OF DIRECTORS**
- (2) PROPOSED RE-APPOINTMENT OF THE AUDITOR**
- (3) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND BUY BACK SHARES**
- (4) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Haidilao International Holding Ltd. to be held at 7th Floor, No. 1 Building, No. 398 Yard, Zhongdong Road, Dongxiaokou, Changping District, Beijing, PRC on Thursday, June 9, 2022 at 10:00 a.m. is set out on pages 31 to 35 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

April 27, 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 7th Floor, No. 1 Building, No. 398 Yard, Zhongdong Road, Dongxiaokou, Changping District, Beijing, PRC on Thursday, June 9, 2022 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Board Meeting”	the meeting of the Board held on March 23, 2022
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back the Shares not exceeding 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting the Buy-back Mandate
“Companies Act”	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Haidilao International Holding Ltd. (海底捞国际控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on July 14, 2015 and, except where the context otherwise requires, all of its subsidiaries
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context requires otherwise, refers to Mr. Zhang Yong, Ms. Shu Ping, NP United Holding Ltd, ZY NP Ltd and SP NP Ltd
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“Haidilao Singapore”	Hai Di Lao Holdings Pte. Ltd., a private company limited by shares incorporated in Singapore on February 28, 2013 and a wholly-owned subsidiary of our Company
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	April 21, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	September 26, 2018, on which dealings in our Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC” or “Mainland China” or “China”	People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires otherwise, references in this circular to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“Retiring Directors”	Ms. Yang Lijuan, Mr. Li Peng, Ms. Yang Hua, Ms. Liu Linyi, Mr. Li Yu, Ms. Song Qing, Mr. Yang Li, Dr. Ma Weihua and Mr. Wu Xiaoguang
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemental or otherwise modified from time to time
“Shanghai Xinpai”	Xinpai (Shanghai) Catering Management Co., Ltd. (新派(上海)餐飲管理有限公司), a limited liability company incorporated in the PRC on May 12, 2013 and a wholly owned subsidiary of our Company
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of US\$0.000005 each
“Shareholder(s)”	the holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meanings ascribed thereto in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“Yihai”	Yihai International Holding Ltd. (頤海國際控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on October 18, 2013 and is listed on the Main Board of the Stock Exchange (stock code: 1579), which is our connected person
“Yihai Shanghai”	Yihai (Shanghai) Food Co., Ltd. (頤海(上海)食品有限公司), a wholly-owned subsidiary of Yihai as of the Latest Practicable Date
“%”	Percentage

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LETTER FROM THE BOARD

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**HAIDILAO INTERNATIONAL HOLDING LTD.**

**海底捞国际控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6862)**

***Executive Directors:***

Mr. Zhang Yong (*Chairman*)  
Mr. Zhou Zhaocheng  
Ms. Gao Jie  
Ms. Yang Lijuan  
Mr. Li Peng  
Ms. Yang Hua  
Ms. Liu Linyi  
Mr. Li Yu  
Ms. Song Qing  
Mr. Yang Li

***Independent non-executive Directors:***

Dr. Chua Sin Bin  
Mr. Hee Theng Fong  
Mr. Qi Daqing  
Dr. Ma Weihua  
Mr. Wu Xiaoguang

***Registered office:***

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Corporate Headquarters in the PRC:***

7th Floor, No. 1 Building  
No. 398 Yard, Zhongdong Road  
Dongxiaokou Town, Changping district  
Beijing, PRC

***Principal place of business in***

***Hong Kong:***

40th Floor, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai, Hong Kong

April 27, 2022

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) PROPOSED RE-APPOINTMENT OF THE AUDITOR**  
**(3) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES**  
**AND BUY BACK SHARES**  
**(4) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting including: (a) the proposed re-election of Directors; (b) the proposed re-appointment of the auditor of the Company; (c) the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares; and (d) the proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of fifteen Directors, namely Mr. Zhang Yong as the chairman and executive Director and Mr. Zhou Zhaocheng, Ms. Gao Jie, Ms. Yang Lijuan, Mr. Li Peng, Ms. Yang Hua, Ms. Liu Linyi, Mr. Li Yu, Ms. Song Qing and Mr. Yang Li as executive Directors, and Dr. Chua Sin Bin, Mr. Hee Theng Fong, Mr. Qi Daqing, Dr. Ma Weihua and Mr. Wu Xiaoguang as independent non-executive Directors.

In accordance with Article 84(1) of the Articles of Association, at each Annual General Meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

In accordance with Article 83(3) of the Articles of Association, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. Yang Lijuan, Mr. Li Peng, Ms. Yang Hua, Ms. Liu Linyi, Mr. Li Yu, Ms. Song Qing and Mr. Yang Li, Dr. Ma Weihua and Mr. Wu Xiaoguang are eligible for re-election at the Annual General Meeting.

The Nomination Committee has recommended to the Board for the re-election of Directors, including two independent non-executive Directors, in accordance with the following selection criteria:

1. character and integrity;
2. qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
3. willingness to devote sufficient time to discharge duties as members of the Board and its relevant committees and undertake significant commitments;
4. the number of existing directorships and other commitments that may demand their attention;
5. requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether such director would be considered independent with reference to the independence guidelines set out in the Listing Rules;

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## LETTER FROM THE BOARD

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6. board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board; and
7. their perspectives provided to the management and operation of the Group as well as other contributions to the Group during the tenure of their directorship.

The Nomination Committee has assessed the independence of the independent non-executive Directors, Dr. Ma Weihua and Mr. Wu Xiaoguang, based on reviewing their annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and considered that they remain independent. The Nomination Committee has considered the independent non-executive Directors' diversified working experience and education background as well as other experience and factors as set out in Appendix II to this circular.

The Nomination Committee is satisfied that at all times during the period of directorship with the Company, the Retiring Directors have properly discharged their duties and responsibilities as Directors and have made positive contributions to the development of the Company through constructive and informed comments and participation at the business and other affairs relating to the Group. The Retiring Directors have provided valuable contributions and insights to the Board. In addition, the Retiring Directors have the required character, integrity and experience to continuously and effectively fulfill their role as executive Director and independent non-executive Director. The Board believed that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

In view of the above, with the recommendation of the Nomination Committee, the Board has proposed that the above-mentioned Retiring Directors stand for re-election as Directors at the AGM.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meeting of the Directors (including the Retiring Directors) are disclosed in the corporate governance report of the 2021 annual report of the Company.

### **RE-APPOINTMENT OF THE AUDITOR**

The mandate of the current auditor of the Company, Deloitte Touche Tohmatsu, will expire at the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be put forward for approval of the re-appointment of the auditor.

The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### ISSUE MANDATE TO ISSUE SHARES

Pursuant to a resolution passed by the Shareholders on June 11, 2021, an issue mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In the event that it becomes desirable for the Company to issue any new Shares, pursuant to the Listing Rules, approval is to be sought from the Shareholders. In order to ensure flexibility and give discretion to the Directors, at the Annual General Meeting, an ordinary resolution no. 13 will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,574,000,000 Shares which have been fully paid. Subject to the passing of the ordinary resolution no. 13 and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 1,114,800,000 Shares (whether by way of Share or otherwise). In addition, subject to a separate approval of the ordinary resolutions no. 14 and 15, the number of the Shares bought back by the Company under ordinary resolution no. 14 will also be added to extend the Issue Mandate as mentioned in the ordinary resolution no. 13, provided that such additional value shall represent up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the resolutions in relation to the Issue Mandate and Buy-back Mandate.

### BUY-BACK MANDATE TO BUY BACK SHARES

Pursuant to a resolution passed by the Shareholders on June 11, 2021, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back the Shares representing up to 10% of the number of issued shares of the Company as at the date of passing of the resolution in relation to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board is pleased to announce that, in order to (i) provide flexibility to the Company in relation to the conduct of general meetings; (ii) bring the Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (iii) make other consequential and housekeeping amendments, and in view of the number of proposed changes, the Board proposes to seek approval of the Shareholders by special resolution at the Annual General Meeting to amend the existing Articles of Association by way of adoption of the new Articles of Association.

A summary of the major changes brought about by the adoption of the new Articles of Association are set out below:

1. to include the definition of “Act” to align the relevant provisions in the new Articles of Association with the applicable laws of the Cayman Islands, and making corresponding changes to the relevant articles;
2. to provide that the Company must give its Shareholders written notice of at least 21 days for an annual general meeting and at least 14 days for other general meetings;
3. to remove the requirement that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases, and that if purchases are by tender, tenders shall be available to all Members alike.
4. to provide that the Company must hold its annual general meeting within six months after the end of its financial year.
5. to provide that all shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the rules of the designated stock exchange, to abstain from voting to approve the matter under consideration;
6. to clarify the exception circumstances when a Director is still eligible to vote (and be counted in the quorum) on resolutions of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with Rule 13.44 of the Listing Rules;
7. to provide that the appointment, removal and remuneration of auditors must be approved by a majority of the Company’s Shareholders or other body that is independent of the board of directors;
8. to provide that December 31 be the financial year end of the Company; and

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## LETTER FROM THE BOARD

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9. to make other housekeeping amendments, including making consequential amendments in line with the above amendments to the existing Articles of Association.

The proposed adoption of the new Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

The full particulars of the proposed amendments to the existing Articles of Association brought about by the adoption of the new Articles of Association (marked-up against the existing Articles of Association) is set out in Appendix III to this circular. The new Articles of Association is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the new and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the and Articles of Association conform with the Core Shareholder Protection Standards as set out in Appendix 3 and Part D of Appendix 13 to the Listing Rules, and on the whole, are not inconsistent with the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed amendments to the Articles of Association do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed on the Stock Exchange.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 31 to 35 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the re-election of Directors, the re-appointment of auditor, and the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares, and a special resolution will be proposed to Shareholders to consider and approve the proposed amendments to the Articles of Association.

### **FORM OF PROXY**

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should they so wish.

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## LETTER FROM THE BOARD

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### VOTING AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there is no Shareholder who has any material interest in the proposed resolutions, and therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, a resolution put to vote at any general meeting is to be decided by way of a poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote need not use up all his/her/its votes nor cast all the votes in the same way.

### RECOMMENDATION OF THE BOARD

The Board considers that the proposed ordinary resolutions for the re-election of Directors, the re-appointment of the auditor of the Company, and the granting of the Issue Mandate and the Buy-back Mandate and the proposed special resolution or the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommends all the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Haidilao International Holding Ltd.**  
**Zhang Yong**  
*Chairman*

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buy-back Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,574,000,000 Shares of nominal value of US\$0.000005 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 557,400,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first; or (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or the applicable laws of the Cayman Islands.

## **REASONS AND FUNDING OF BUY-BACKS**

The Directors believe that it is in the Company's and the Shareholders' best interests for the Directors to have the general authority to execute buy-backs of Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such buy-backs will benefit the Company and the Shareholders.

The buy-back of the Shares listed on the Stock Exchange must be funded out of funds legally available for the purpose in accordance with the Memorandum of Association and Articles of Association of the Company and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buy-backs with profits of the Company or proceeds from a new issuance of Shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Law, out of capital. In the case of any premium payable on the buy-backs, it may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company.

The Directors believe that, if the Buy-back Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in the audited consolidated financial

statements of the Company as of December 31, 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **GENERAL**

To the best of their knowledge, and having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, if the Buy-back Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association and Articles of Association of the Company and the applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

#### **TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Buy-Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, the Controlling Shareholders were interested in 3,614,488,743 Shares representing approximately 64.85% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Buy-back Mandate in full, the aggregate shareholding interest of the Controlling Shareholders would be increased to approximately 72.05% of the total issued share capital of the Company.

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**APPENDIX I      EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**

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The Directors consider that such increase in shareholding may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Buy-back Mandate to such an extent as would give rise to such an obligation. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code even if the Buy-back Mandate is exercised in full.

**SHARE BUY-BACK MADE BY THE COMPANY**

No buy-back of Shares have been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**PUBLIC FLOAT**

The Directors do not have a present intention to exercise the Buy-back Mandate to the effect that will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest prices</b>	<b>Lowest prices</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	55.20	46.85
May	51.20	40.60
June	46.25	36.20
July	49.80	28.00
August	33.20	26.10
September	34.30	28.90
October	30.70	21.70
November	23.45	17.06
December	18.92	15.86
<b>2022</b>		
January	19.66	16.14
February	21.30	16.76
March	18.90	10.00
April (up to the Latest Practicable Date)	16.74	12.52

*The following are the biographical details of the Directors proposed for re-election at the Annual General Meeting.*

**Ms. Yang Lijuan (楊利娟)**, aged 43, was appointed as an executive Director and the chief executive officer of the Company on August 24, 2021 and March 1, 2022, respectively. She has served as the chief operating officer of the Company from January 17, 2018 to March 1, 2022, and served as our deputy chief executive officer from August 24, 2021 to March 1, 2022. She is mainly responsible for overseeing the management and strategic development of our Group, and continue to be in charge of the implementation and promotion of the “Woodpecker” plan. She also served as a Director of the Company from July 2015 to January 2018. Ms. Yang Lijuan served as a manager of Sichuan Haidilao Catering Co., Ltd (四川海底撈餐飲股份有限公司) (“Sichuan Haidilao”) (previously known as Sichuan Jianyang Haidilao Catering Co., Ltd. (四川省簡陽市海底撈餐飲有限責任公司)) from June 1997 to March 2001. She has been serving as a director of Sichuan Haidilao since April 2001 and was re-designated as a non-executive director of Sichuan Haidilao in January 2018.

Ms. Yang Lijuan completed the PRC Entities CEO and Finance CEO Program (中國企業CEO/金融CEO課程) hosted by Cheung Kong Graduate School of Business (長江商學院) in September 2016.

**Mr. Li Peng (李朋)**, aged 41, was appointed as an executive Director on August 24, 2021. He has served as the financial director of the Company since April 2020. He is mainly responsible for the finance and budgeting of the Group. He joined the Group in 2014 and successively served as a senior manager of the sharing center of our financial management department and an overseas financial senior manager. He has intensive knowledge and over 19 years of experience in finance and accounting.

Before joining the Group, Mr. Li Peng held various positions in a number of large-scale corporations in consumer sector. Mr. Li Peng successively served as an accountant, a branch financial manager and the central control manager of COFCO Coca-Cola Beverage (Shaanxi) Co., Ltd. (中糧可口可樂飲料(陝西)有限公司), previously known as Xi’an BC Coca-Cola Beverage Co., Ltd. (西安中萃可口可樂飲料有限公司) from March 2002 to March 2012. He served as the financial manager of Anheuser-Busch InBev (China) Sales Co., Ltd., Beijing Branch Co. (百威(中國)銷售有限公司北京分公司) from April 2012 to January 2014.

Mr. Li Peng obtained his bachelor’s degree in accounting (online courses) from Xi’an Jiaotong University (西安交通大學) in China in September 2018. He is qualified as Chinese Certified Public Account and is currently a non-practicing member of the Chinese Institute of Certified Public Accountants.



**Ms. Yang Hua (楊華)**, aged 39, was appointed as an executive Director on August 24, 2021. She has served as a senior regional manager (大區經理) of the Company from June 2021 to December 2021. She is mainly responsible for the overall operation of restaurants located in mainland China, coordinating domestic and overseas engineering business and managing some entrepreneurial projects.

Ms. Yang Hua is also holding directorships and other positions at 6 subsidiaries of our Group.

Ms. Yang Hua has held various positions since she joined the Group in 1999 and has extensive experience in restaurant management, procurement and market development. She served as a coach of the Company from December 2018 to June 2021. She also served as the vice general manager of Sichuan Haidilao from August 2012 to July 2018.

Ms. Yang Hua obtained her junior college's degree in tourism management (online courses) from Nankai University (南開大學) in June 2018. She attended the MBA program held by Peking University (北京大學) in China in 2017.

**Ms. Liu Linyi (劉林毅)**, aged 36, was appointed as an executive Director on August 24, 2021. She has served as a senior regional manager of the Company since June 2021. She is mainly responsible for the overall operation of restaurants located in mainland China.

Ms. Liu Linyi is also holding directorships and other positions at 6 subsidiaries of our Group.

Ms. Liu Linyi has held various positions since she joined the Group in August 2003. She served as a coach of the Company from May 2015 to May 2021, and was responsible for the operation of Beijing Youdingyou Catering Co., Ltd. (北京優鼎優餐飲管理有限公司) from November 2012 to May 2015. She served as the head of the overseas business department of Sichuan Haidilao from March 2012 to November 2012, and the Beijing regional manager of Sichuan Haidilao from March 2006 to June 2012.

Ms. Liu Linyi obtained her bachelor's degree in business administration (online courses) from Nankai University (南開大學) in China in July 2021.

**Mr. Li Yu (李瑜)**, aged 36, was appointed as an executive Director and the chief operating officer (Mainland China) of our Company on August 24, 2021 and March 1, 2022, respectively. He has held various positions since he joined the Group in November 2007, successively served as the restaurant manager and senior regional manager of the Company. He is responsible for facilitating the chief executive officer to improve the operational efficiency of the Group in various regions and to strengthen the supervision and implementation of the Company's management execution.

Mr. Li Yu is also holding directorships and other positions at 8 subsidiaries of our Group.

Mr. Li Yu completed the MBA program held by National Chengchi University (台灣政治大學) in Taiwan in October 2017.

**Ms. Song Qing (宋青)**, aged 40, was appointed as an executive Director on August 24, 2021. She has served as the procurement director and president of product committee of the Company since June 2021 and November 2021, respectively. She is mainly responsible for the procurement and product planning of the Group.

Ms. Song Qing is also holding directorships and other positions at 2 subsidiaries of our Group.

Ms. Song Qing has held various positions since she joined the Group in August 2000. She served as a coach of the Company from May 2015 to May 2021. She served as a regional manager of the Company from August 2008 to May 2015. She also served as a restaurant manager in various regions from May 2002 to July 2008.

Ms. Song Qing obtained her junior college's degree in tourism management (online courses) from Nankai University (南開大學) in January 2018.

**Mr. Yang Li (楊立)**, aged 41, was appointed as an executive Director on August 24, 2021. He serves as the food safety director of the Company and is mainly responsible for the Group's food safety work and some technological innovation and development.

Mr. Yang Li is also holding directorships and other positions at 5 subsidiaries of our Group.

Prior to joining the Group, Mr. Yang Li held different positions in Shuhai (Beijing) Food Co., Ltd. (蜀海(北京)食品有限公司) from July 2011 to June 2017, including the logistics quality control technical manager, the general manager of north China region and the vice president of production. He served as the quality control manager of Beijing 21cake Food Co., Ltd. (北京廿壹客食品有限公司) from January 2009 to March 2010. He served as the quality manager of Inner Mongolia Yili Industrial Group Co., Ltd. (內蒙古伊利實業集團股份有限公司) (SHSE: 600887) from May 2005 to January 2009.

Mr. Yang Li obtained his bachelor's degree in engineering from Inner Mongolia Agricultural University (內蒙古農業大學) in China in July 2005.

**Dr. Ma Weihua (馬蔚華)**, aged 73, was appointed as an independent non-executive Director on August 24, 2021, mainly responsible for supervising and providing independent judgement to our Board.

Dr. Ma Weihua currently serves as an independent director of Guangdong Qunxing Toys Joint-Stock Co. Ltd.(廣東群興玩具股份有限公司) (SZEX: 002575), an independent non-executive director of Legend Holdings Corporation (HKEX: 3396), the chairman and a non-executive director of Bison Finance Group Limited (貝森金融集團有限公司) (HKEX: 0888), a director of Shenzhen Investment Holdings Co., Ltd. (深圳市投資控股有限公司), a director of Qianhai Fangzhou Asset Management Co., Ltd. (前海方舟資產管理有限公司), a

director of Shenzhen Royole Technologies Co.,Ltd (深圳柔宇科技股份有限公司), an independent non-executive director of Sichuan Bank Co., Ltd (四川銀行股份有限公司) and a supervisor of Fuyao Glass Industry Group Co.,Ltd. (福耀玻璃工業集團股份有限公司) (SHEX: 600660).

Dr. Ma Weihua was an independent non-executive director of China World Trade Center Co. Ltd. (SHEX: 600007) from August 2014 to June 2020, Postal Savings Bank of China Co., Ltd. (HKEX: 1658) from December 2013 to December 2019, and China Eastern Airlines Corporation Limited (HKEX: 0670; SHEX: 600115) from October 2013 to December 2019.

In addition, Dr. Ma Weihua is a member of the Standing Council of China Society for Finance and Banking (中國金融學會常務理事), the director-general of One Foundation (壹基金公益基金會理事長) and the director-general of Council of National Fund for Technology Transfer and Commercialization (國家科技成果轉化引導基金理事會理事長).

Dr. Ma Weihua was awarded the doctor of philosophy degree in economics from Southwest Finance and Economics University in China in 1999.

**Mr. Wu Xiaoguang (吳宵光)**, aged 46, was appointed as an independent non-executive Director on August 24, 2021, mainly responsible for supervising and providing independent judgement to our Board.

Mr. Wu Xiaoguang has extensive experience in product research and development, product planning, product operation and marketing of Internet business. Mr. Wu Xiaoguang joined Tencent Holdings Limited (HKEX: 0700) in 1999 and had served as the product manager, general manager of instant messaging products, general manager of Internet business division and senior vice president of Internet services division. From 2012 to 2015, Mr. Wu Xiaoguang had served as the chief executive officer of Tencent E-Commerce Holdings Limited and was responsible for the development and management of the e-commerce business of the said company. Mr. Wu Xiaoguang has been the founding partner of Welight Capital (Hongkong) Limited (微光創投(香港)有限公司) since 2015.

Mr. Wu Xiaoguang currently serves as an independent director of China Online Education Group (NYSE: COE) and LexinFintech Holdings Ltd (NASDAQ: LX). Mr. Wu Xiaoguang also served as an independent non-executive director of 7Road Holdings Ltd. (HKEX: 0797) from June 2018 to August 2019.

Mr. Wu Xiaoguang received his bachelor's degree in meteorology from Nanjing University (南京大學) in China in 1996.

## DISCLOSURE OF INTEREST

## Interest in the Company

Name of Director	Capacity/Nature of Interest	Number of Ordinary Shares	Approximate percentage of shareholding in the total issued share capital (%)
Mr. Zhang Yong <i>Note 1, 2 and 5</i>	Founder of a discretionary trust Interest in a controlled corporation Interest of spouse Beneficiary of a trust Beneficial owner	3,614,488,743 (L)	64.846 (L)
Mr. Zhou Zhaocheng <sup><i>Note 6</i></sup>	Interest of spouse Beneficial owner	2,087,500 (L)	0.037 (L)
Ms. Gao Jie	Beneficial owner	1,987,500 (L)	0.036 (L)
Ms. Yang Lijuan <sup><i>Note 3</i></sup>	Beneficial owner Beneficiary of a trust	179,686,726 (L)	3.224 (L)
Mr. Li Peng	Beneficial owner	397,500 (L)	0.007 (L)
Ms. Yang Hua	Beneficial owner	840,000 (L)	0.015 (L)
Ms. Liu Linyi <sup><i>Note 4</i></sup>	Beneficial owner Interest of spouse	839,072 (L)	0.015 (L)
Mr. Li Yu	Beneficial owner	397,500 (L)	0.007 (L)
Ms. Song Qing	Beneficial owner	795,000 (L)	0.014 (L)
Mr. Yang Li	Beneficial owner	795,000 (L)	0.014 (L)

(L) denotes a long position

*Notes:*

- (1) Mr. Zhang Yong is the spouse of Ms. Shu Ping. Therefore, Mr. Zhang Yong is deemed to be interested in the Shares in which Ms. Shu Ping is interested under the SFO.
- (2) ZY NP Ltd. is an investment holding company incorporated in the BVI. The entire share capital of ZY NP Ltd. is wholly owned by UBS Trustees (B.V.I.) Limited as the trustee of the Apple Trust via UBS Nominees Limited in its capacity as nominee for the trustee of the Apple Trust. Apple Trust is a discretionary trust set up by Mr. Zhang Yong as the settlor and protector for the benefit of himself, Ms. Shu Ping and their families. Mr. Zhang Yong (as the founder of the Apple Trust) and UBS Trustees (B.V.I.) Limited are taken to be interested in the Shares held by ZY NP Ltd. under the SFO.  
  
SP NP Ltd. is an investment holding company incorporated in the BVI. The entire share capital of SP NP Ltd. is wholly owned by UBS Trustees (B.V.I.) Limited as the trustee of the Rose Trust via UBS Nominees Limited in its capacity as nominee for the trustee of the Rose Trust. Rose Trust is a discretionary trust set up by Ms. Shu Ping as the settlor and protector for the benefit of herself, Mr. Zhang Yong and their families. Ms. Shu Ping (as the founder of the Rose Trust) and UBS Trustees (B.V.I.) Limited are taken to be interested in the Shares held by SP NP Ltd. under the SFO.
- (3) Ms. Yang Lijuan (as the settlor of the Ming Trust and the Ting Trust) and Credit Swiss Trust Limited (as the trustee of the Ming Trust and the Ting Trust) are taken to be interested in the Shares held by YLJ YIHAI LTD and Brilliant Ting Limited under the SFO.
- (4) Ms. Liu Linyi is the spouse of Mr. Zhan Lei. Therefore, Ms. Liu Linyi is deemed to be interested in the Shares in which Mr. Zhan Lei is interested under the SFO.
- (5) NP United Holding Ltd. is an investment holding company incorporated in the BVI and is owned as to approximately 51.778% by ZY NP Ltd. and 16.074% by each of SP NP Ltd., SYH NP Ltd. and LHY NP Ltd., respectively. Therefore, Mr. Zhang Yong, ZY NP Ltd. and UBS Trustees (B.V.I.) Limited are deemed to be interested in the Shares in which NP United Holding Ltd is interested under the SFO.
- (6) Mr. Zhou Zhaocheng is the spouse of Ms. Chen Ying. Therefore, Mr. Zhou Zhaocheng is deemed to be interested in the Shares in which Ms. Chen Ying is interested under the SFO.

**Interest in associated corporations**

<b>Name of Director/Chief Executive</b>	<b>Name of Associated Corporation</b>	<b>Capacity/Nature of Interest</b>	<b>Percentage of Shareholding in the Associated Corporation</b>
Mr. Zhang Yong <sup>Note 2</sup>	Fuhai <sup>Note 1</sup>	Founder of a discretionary trust Interest in a controlled corporation	60%

*Notes:*

- (1) Fuhai is held as to 40% by the Shanghai Xinpai and 60% by Yihai Shanghai, a wholly-owned subsidiary of Yihai, and therefore is an associated corporation of the Company under the SFO.
- (2) Yihai is held as of approximately 35.59% by ZYSP YIHAI Ltd. and SP YH Ltd. The entire share capital of ZYSP YIHAI Ltd. and SP YH Ltd. is wholly owned by UBS Trustees (B.V.I.) Limited as the trustee of the ZYSP Trust, a discretionary trust set up by Mr. Zhang Yong and Ms. Shu Ping as the settlors and protectors on June 1, 2016 for the benefit of themselves and their family, and the SP Trust, a discretionary trust set up by Ms. Shu Ping as the settlor and protector on December 31, 2020 for the benefit of her self, Mr. Zhang Yong and their family, respectively. Mr. Zhang Yong (as a founder of the ZYSP Trust and a beneficiary of the SP Trust) is deemed to be interested in the shares of Fuhai (Shanghai) Food Technology Co., Ltd. held by Yihai Shanghai under the SFO.

**DIRECTORS' REMUNERATION**

The total amount of the Directors' remuneration for the year ended December 31, 2021 received by each of the Retiring Directors are set out in the financial statements of the Company's 2021 annual report. The Director's emoluments are to be determined by the Board after the recommendation from the Remuneration Committee by reference to the time commitment and responsibilities, the Company's performance and the prevailing market conditions.

**DIRECTOR'S INTEREST**

Save as disclosed in this circular, to the best knowledge of the Company, each of the Directors who stand for re-election (i) does not hold other positions in the Company or other members of the Group, (ii) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (iii) does not have any relationship with any other Director, senior management, substantial shareholder or Controlling Shareholder of the Company, (iv) does not have any interest in the securities within the meaning of Part XV of the Securities and Futures Ordinance, and (v) has no information to disclose pursuant to any of the requirements of Rule 13.51(2)(h) – 13.51(2)(v) of the Listing Rules; and there are no other matters that need to be brought to the attention of the Shareholders.

The following are the proposed amendments to the existing Articles of Association brought about by the adoption of the new Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)	
Cover	<p style="text-align: center;">THE COMPANIES <del>LAW</del><u>ACT</u> EXEMPTED COMPANY LIMITED BY SHARES  <u>SECOND AMENDED</u> AND RESTATED MEMORANDUM OF ASSOCIATION OF            H AidILAO INTERNATIONAL HOLDING LTD.            海底捞国际控股有限公司</p> <p>(Adopted pursuant to a special resolution passed on 6 September with effect from the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited and with effect from 26 September 2018 at a general meeting held on June 9, 2022)</p>	
Index	Financial Year	<u>165</u>
	Amendment To Memorandum and Articles of Association And Name of Company	<del>165</del> <u>166</u>
	Information	<del>166</del> <u>167</u>
1	The regulations in Table A in the Schedule to the Companies <del>Law</del> <u>Act</u> (Revised) do not apply to the Company.	
2	“Act”	<u>The Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u>
	“Law”	<del>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</del>
	“Statutes”	the <del>Law</del> <u>Act</u> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
(i) Section 8 and Section 19 of the Electronic Transactions <del>Law</del> <u>Act</u> (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.		

3	(2) Subject to the <del>Law-Act</del> , the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <del>Law-Act</del> . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <del>Law-Act</del> .
4	The Company may from time to time by ordinary resolution in accordance with the <del>Law-Act</del> alter the conditions of its Memorandum of Association to: ..... (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company's Memorandum of Association (subject, nevertheless, to the <del>Law-Act</del> ), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6	The Company may from time to time by special resolution, subject to any confirmation or consent required by the <del>Law-Act</del> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.
8	Subject to the provisions of the <del>Law-Act</del> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
9 (revised)	Subject to the provisions of the <del>Law-Act</del> , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
9	<del>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</del>



10	Subject to the <del>Law-Act</del> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
12	(1) Subject to the <del>Law-Act</del> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <del>Law-Act</del> . Subject to the <del>Law-Act</del> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
15	Subject to the <del>Law-Act</del> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.

19	Share certificates shall be issued within the relevant time limit as prescribed by the <del>Law-Act</del> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
44	The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Law-Act</del> or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
48	(4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <del>Law-Act</del> .
49	(c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <del>Law-Act</del> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

56	An annual general meeting of the Company shall be held in each <u>financial</u> year other than the <u>financial</u> year of the Company's adoption of these Articles ( <del>within a period of not more than fifteen (15) months after the holding of the last preceding and such</del> annual general meeting <del>or not more than eighteen</del> <u>must be held within 18 six (6) months</u> after the <del>date end</del> of <del>adoption of these Articles,</del> the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board. <u>A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.</u>
58	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any <u>business or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59	(1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days</del> . All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the <del>Law Act</del> , if it is so agreed:
61	(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the <del>Law Act</del> ) and other officers;
70	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <del>Law Act</del> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

73	<p>(2) <u>All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u></p> <p>(3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>
83	<p>(2) Subject to the Articles and the <del>Law-Act</del>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.</p> <p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <del>appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board so appointed</del> shall hold office <del>only</del> until the next following annual general meeting of the Company and shall then be eligible for re-election.</p> <p>(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <u>of</u> the Members at the meeting at which such Director is removed.</p>
90	<p>An alternate Director shall only be a Director for the purposes of the <del>Law-Act</del> and shall only be subject to the provisions of the <del>Law-Act</del> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.</p>

98	Subject to the <del>Law-Act</del> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.
100	<p>(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) <del>any contract or arrangement for the giving of any security or indemnity either:-</del></p> <p>(a) <del>to such the</del> Director or his close associate(s) <del>any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) them</del> at the request of or for the benefit of the Company or any of its subsidiaries; <del>or</del></p> <p>(b) (ii) <del>any contract or arrangement for the giving of any security or Indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</del></p> <p>(iii) <del>any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</del></p> <p>(iv) <del>any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</del></p>

	<p>(iii) any proposal or arrangement concerning the <u>benefit of employees of the Company or its subsidiaries including:</u></p> <p><u>(a) the adoption, modification or operation of a <del>any</del> employees' share scheme or any share incentive or share option scheme, under which the Director or his close associate(s) may benefit; or</u></p> <p><u>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme <del>or other arrangement</del> which relates <del>both to Directors or the Director, his close associate(s) and to employees-employee(s)</del> of the Company or <del>of</del> any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not <del>accorded</del> generally <u>accorded</u> to the class of persons to which such scheme or fund relates;</u></p> <p><u>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</u></p>
101	(3)(c) to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Law-Act</u> .
107	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Law-Act</u> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
110	(2) The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Law-Act</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Law-Act</u> in regard to the registration of charges and debentures therein specified and otherwise.
124	(1) The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>Law-Act</u> and these Articles.
125	(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>Law-Act</u> or these Articles or as may be prescribed by the Board.

127	A provision of the <del>Law-Act</del> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
128	The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <del>Law-Act</del> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <del>Law-Act</del> .
133	Subject to the <del>Law-Act</del> , the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.
134	Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <del>Law-Act</del> .
143	(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <del>Law-Act</del> . The Company shall at all times comply with the provisions of the <del>Law-Act</del> in relation to the share premium account.
146	The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <del>Law-Act</del> :
147	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <del>Law-Act</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
153	Subject to the <del>Law-Act</del> the accounts of the Company shall be audited at least once in every year.

155	<p><del>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</del></p>
162	<p>(1) <del>The</del> Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p>
163	<p>(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <del>Law</del> Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.</p>
165	<p><b>FINANCIAL YEAR</b></p> <p><u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.</u></p>



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## NOTICE OF ANNUAL GENERAL MEETING

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### HAIDILAO INTERNATIONAL HOLDING LTD.

### 海底捞国际控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6862)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “AGM”) of Haidilao International Holding Ltd. (the “Company”, together with its subsidiaries, the “Group”) will be held at 7th Floor, No. 1 Building, No. 398 Yard, Zhongdong Road, Dongxiaokou, Changping District, Beijing, PRC on Thursday, June 9, 2022 at 10:00 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the independent auditor of the Company for the year ended December 31, 2021;
2. To re-elect Ms. Yang Lijuan as an executive director;
3. To re-elect Mr. Li Peng as an executive director;
4. To re-elect Ms. Yang Hua as an executive director;
5. To re-elect Ms. Liu Linyi as an executive director;
6. To re-elect Mr. Li Yu as an executive director;
7. To re-elect Ms. Song Qing as an executive director;
8. To re-elect Mr. Yang Li as an executive director;
9. To re-elect Dr. Ma Weihua as an independent non-executive director;
10. To re-elect Mr. Wu Xiaoguang as an independent non-executive director;
11. To authorize the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company;
12. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix its remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

13. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted, and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
  - (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the applicable laws of the Cayman Islands to be held.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holder of shares of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange outside Hong Kong).”

14. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy back shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as ascribed to it under paragraph (d) of the resolution numbered 9 of the notice convening the AGM.”
15. “**THAT** conditional upon the passing of resolutions numbered 13 and 14 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 13 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 14 above.”

### AS SPECIAL RESOLUTION

16. “**THAT** the second amended and restated articles of association of the Company (the “**New Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting and that any one director or joint company secretary of the Company be and are hereby authorized to do all things necessary to implement the adoption of the New Articles of Association of the Company.”

By order of the Board  
**Haidilao International Holding Ltd.**  
**Mr. Zhang Yong**  
*Chairman*

Beijing, PRC  
April 27, 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and vote in person. In such event, his form of proxy will be deemed to have been revoked.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (5) The voting at the AGM will be taken by poll.
- (6) The register of members of the Company will be closed from Monday, June 6, 2022 to Thursday, June 9, 2022, both days inclusive, in order to determine the eligibility of the shareholders to attend and vote at the AGM. The shareholders whose names appear on the register of members of the Company at the close of business on Thursday, June 9, 2022 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, June 2, 2022.

*As of the date of this notice, the Board of Directors of the Company comprises Mr. Zhang Yong as the Chairman and Executive Director and Mr. Zhou Zhaocheng, Ms. Gao Jie, Ms. Yang Lijuan, Mr. Li Peng, Ms. Yang Hua, Ms. Liu Linyi, Mr. Li Yu, Ms. Song Qing and Mr. Yang Li as Executive Directors, and Dr. Chua Sin Bin, Mr. Hee Theng Fong, Mr. Qi Daqing, Dr. Ma Weihua and Mr. Wu Xiaoguang as Independent Non-executive Directors.*